FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
NIFORM LIMITED OFFERING EXEMPTION

1414650

OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden

hours per response 16.00

SEC USE ONLY					
Prefix	Serial				
DATE	RECEIVED				
1					

4/	UNIFORM	LIMITEDOF	TERING EAL		
Name of Offering (check if this is an am	endment and name h	as changed, and indic	ate change.)		
Offering of limited partnership interests i	n Western-Mountai	n View II Investors(1)		
Filing Under (Check box(es) that apply): Type of Filing: New Filing	☐ Rule 504 ☐ Amendment	□ Rule 505	⊠ Rule 506	☐ Section 4(6)	□ ULOE
		ASIC IDENTIFICA	TION DATA		
1. Enter the information requested about the Name of Issuer (check if this is an		- besterned and in	diama abanan		[10] [1] [4] [4] [4] [6] [7] [4] [4] [6] [6] [6] [6] [6] [6] [6] [6] [6] [6
(dicate change.)		07079554
Western-Mountain View II Investors, a					01010004
Address of Executive Offices 925 East Meadow Drive, Palo Alto, CA	,	Number and Street, Ci	ty, State, Zip Code)	Telephone Numbe. (650) 494-3700	G
Address of Principal Business Operations (if different from Executive Offices)		lumber and Street, Ci	ty, State, Zip Code)	Telephone Number (I	ncluding Area Code)
Brief Description of Business					
Ownership of interest in a multi-family i	eal estate property				
Type of Business Organization corporation business trust	☑ limited partners	• /	☐ Other (pleas	e specify)	
Actual or Estimated Date of Incorporation or	Mo r Organization:	nth Year			PROCESSED
Jurisdiction of Incorporation or Organization	Enter two-letter U.S			Estimated CA	OCT 1 1 2007 THOMSON
GENERAL INSTRUCTIONS					INANCIAE
Federal: Who Must File: All issuers making an offering of securities	in reliance on an exemption	under Regulation D or Secti	on 4(6), 17 CFR 230.501 et	seq. or 15 U.S.C. 77d(6).	
When To File: A notice must be filed no later than 15 days the SEC at the address given below or, if received at that ad-					
Where to File: U.S. Securities and Exchange Commission,	150 Fifth Street, N.W., Wash	ington, D.C. 20549,			
Copies Required: Five (5) copies of this notice must be filed	with the SEC, one of which	must be manually signed. A	ny copies not manually sign	ned must be photocopies of the m	nanually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all inform the information previously supplied in Parts A and B. Part l			of the issuer and offering,	any changes thereto, the informa	tion requested in Part C, and any material changes from
Filing Fee: There is no federal filing fee.					
State: This notice shall be used to indicate reliance on the Uniform separate notice with the Securities Administrator in each a accompany this form. This notice shall be filed in the approximately accompany this form.	tate where sales are to be, o	r have been made. If a state	e requires the payment of a	fee as a precondition to the cla	im for the exemption, a fee in the proper amount shall
		ATTE	NTION		

failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the

(1) The limited partners and general partners of the Issuer (the "Existing Partners") were offered the opportunity to continue to hold an investment in the Issuer in the form of units of limited partnership interests in the Issuer ("Units") under the terms of an amended Partnership Agreement and Restructuring Agreement. Existing Partners had the right to elect to receive, in exchange for their interests in the Issuer, (i) cash, (ii) Units, or (iii) a combination of cash

and Units. Only accredited investors could elect to receive Units.

SEC 1972 (5-05) Persons who respond to the collection

filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely,

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General Partner
Full Name (Last name first, if	individual)				
Essex Management Corpora	tion, a California	ornoration			
Business or Residence Address					
925 East Meadow Drive, Pal			☑ Executive Officer ⁽²⁾	☑ Director ⁽²⁾	DO 1 1/
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	N Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				//www.grig r accret
Constalin Katali D					
Guericke, Keith R. Business or Residence Addres	s (Number and Stre	et City State Zin Code)			
c/o Essex Management Corp		··—	A 94303 ☑ Executive Officer ⁽²⁾	⊠ Director ⁽²⁾	D Community and down
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	(S) Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				· · · · · · · · · · · · · · · · · · ·
7:					
Zimmerman, Craig K. Business or Residence Address	Number and Stre	et City State Zin Code)			
	•	•			
c/o Essex Management Corp			A 94303 Executive Officer ⁽²⁾	☑ Director ⁽²⁾	□ C1/
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	△ Executive Officer"	P Director,	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)		-		
Eudy, John D.					
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
c/o Essex Management Corp	oration, 925 East I				
				era	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer ⁽²⁾	☑ Director ⁽²⁾	General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, if		☐ Beneficial Owner	☑ Executive Officer ⁽²⁾	☑ Director ⁽²⁾	☐ General and/or Managing Partner
Full Name (Last name first, if		☐ Beneficial Owner	☑ Executive Officer ⁽²⁾	⊠ Director ⁽²⁾	
Full Name (Last name first, if Kelly, Gerald E.	individual)		⊠ Executive Officer ⁽²⁾	⊠ Director ⁽²⁾	
	individual)		☑ Executive Officer ⁽²⁾	⊠ Director ⁽²⁾	
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address	individual) s (Number and Stre	ret, City, State, Zip Code) Meadow Drive, Palo Alto, C	A 94303	⊠ Director ⁽²⁾	
Full Name (Last name first, if Kelly, Gerald E.	individual) s (Number and Stre	set, City, State, Zip Code)		☑ Director ⁽²⁾	Managing Partner Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply:	individual) s (Number and Streoration, 925 East !	ret, City, State, Zip Code) Meadow Drive, Palo Alto, C	A 94303		Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address	individual) s (Number and Streoration, 925 East !	ret, City, State, Zip Code) Meadow Drive, Palo Alto, C	A 94303		Managing Partner Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address CO Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J.	individual) s (Number and Street oration, 925 East ! Promoter individual)	et, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303		Managing Partner Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address CO Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J.	individual) s (Number and Street oration, 925 East ! Promoter individual)	et, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303		Managing Partner Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply:	individual) s (Number and Stre oration, 925 East ! Promoter individual) s (Number and Stre	vet, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner Det, City, State, Zip Code)	A 94303 Executive Officer ⁽²⁾ A 94303		Managing Partner Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address c/o Essex Management Corp	individual) s (Number and Stre oration, 925 East ! Promoter individual) s (Number and Stre	vet, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner Det, City, State, Zip Code)	A 94303 ⊠ Executive Officer ⁽²⁾		Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address of Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address of Essex Management Corp Check Box(es) that Apply:	individual) s (Number and Streen Promoter individual) s (Number and Streen Promoter representation, 925 East North Promoter	net, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner Det, City, State, Zip Code) Meadow Drive, Palo Alto, C	A 94303 Executive Officer ⁽²⁾ A 94303	Director	Managing Partner ☐ General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schalt, Michael J. Business or Residence Address c/o Essex Management Corp	individual) s (Number and Streen Promoter individual) s (Number and Streen Promoter representation, 925 East North Promoter	net, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner Det, City, State, Zip Code) Meadow Drive, Palo Alto, C	A 94303 Executive Officer ⁽²⁾ A 94303	Director	Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if it Dance, Michael T.	individual) s (Number and Street oration, 925 East Market Promoter individual) s (Number and Street Oration, 925 East Market Promoter individual)	Meadow Drive, Palo Alto, C Beneficial Owner Det, City, State, Zip Code) Meadow Drive, Palo Alto, C Deneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303	Director	Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if it Dance, Michael T.	individual) s (Number and Street oration, 925 East Market Promoter individual) s (Number and Street Oration, 925 East Market Promoter individual)	Meadow Drive, Palo Alto, C Beneficial Owner Det, City, State, Zip Code) Meadow Drive, Palo Alto, C Deneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303	Director	Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if it Dance, Michael T. Business or Residence Address	individual) s (Number and Street Promoter individual) s (Number and Street Promoter individual) promoter individual) s (Number and Street Individual) s (Number and Street Individual)	Meadow Drive, Palo Alto, C Beneficial Owner et, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303 Executive Officer ⁽²⁾	Director	Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if it Dance, Michael T. Business or Residence Address c/o Essex Management Corp	individual) s (Number and Street Promoter individual) s (Number and Street Promoter individual) promoter individual) s (Number and Street Individual) s (Number and Street Individual)	Meadow Drive, Palo Alto, C Beneficial Owner et, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303 Executive Officer ⁽²⁾	Director	Managing Partner General and/or Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schalt, Michael J. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if it Dance, Michael T. Business or Residence Address o	individual) s (Number and Streen Promoter individual) s (Number and Streen Promoter individual) promoter individual) s (Number and Streen Promoter individual) s (Number and Streen Promoter individual) promoter individual Promoter individual)	Meadow Drive, Palo Alto, C Beneficial Owner et, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303 Executive Officer ⁽²⁾	□ Director	Managing Partner General and/or Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address of Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address of Essex Management Corp Check Box(es) that Apply:	individual) s (Number and Streen Promoter individual) s (Number and Streen Promoter individual) promoter individual) s (Number and Streen Promoter individual) s (Number and Streen Promoter individual) promoter individual Promoter individual)	Meadow Drive, Palo Alto, C Beneficial Owner et, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303 Executive Officer ⁽²⁾	□ Director	Managing Partner General and/or Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if in Dance, Michael T. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if in Dance, Michael T. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if in Ritter, Jordan E.	individual) s (Number and Street oration, 925 East ? Promoter individual) s (Number and Street oration, 925 East ? Promoter individual) s (Number and Street oration, 925 East ? Promoter individual)	Meadow Drive, Palo Alto, C Beneficial Owner Meadow Drive, Palo Alto, C Cet, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner Met, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303 Executive Officer ⁽²⁾	□ Director	Managing Partner General and/or Managing Partner General and/or Managing Partner
Full Name (Last name first, if Kelly, Gerald E. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if Schall, Michael J. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if in Dance, Michael T. Business or Residence Address c/o Essex Management Corp Check Box(es) that Apply: Full Name (Last name first, if in Check Box(es) that Apply: Full Name (Last name first, if in Check Box(es) that Apply: Full Name (Last name first, if in Full Name (Last name first, if in)	individual) s (Number and Street oration, 925 East ? Promoter individual) s (Number and Street oration, 925 East ? Promoter individual) s (Number and Street oration, 925 East ? Promoter individual)	Meadow Drive, Palo Alto, C Beneficial Owner Meadow Drive, Palo Alto, C Cet, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner Met, City, State, Zip Code) Meadow Drive, Palo Alto, C Beneficial Owner	A 94303 Executive Officer ⁽²⁾ A 94303 Executive Officer ⁽²⁾	□ Director	Managing Partner General and/or Managing Partner General and/or Managing Partner

(2) of corporate General Partner

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - · Each promoter of the issuer, if the issuer has been organized within the past five years;
 - · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer ⁽²⁾	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
Mikl, Mark J.					
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
c/o Essex Management Corp	oration, 925 East	Meadow Drive, Palo Alto, C	A 94303		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer ⁽²⁾	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	·			
Alexander, Erik Business or Residence Address	e Number and Sta	est City State Zin Code)			_
c/o Essex Management Corr Check Box(es) that Apply:	oration, 925 East Promoter	Meadow Drive, Palo Alto, C. Beneficial Owner	A 94303 Executive Officer	☐ Director	☐ General and/or
		— Denendar Owner			Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
Business or Residence Address	s (Number and Str	eet, City, State, Zip Code)			=
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)		.		Managing Partner
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)		***		Managing Partner
Business or Residence Addres	c (Number and Ste	or City State 7in Code)			
Dualities of Residence Addres	s (Munioer and Str	za, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
Full Name (Last name first, if	individual)				Managing Partner
Duringer on Davidsons Add	o (Number and Car	not City State Zin Code			
Business or Residence Addres	s (Number and Str	ect, City, State, Zip Code)			
	(U	se blank sheet, or copy and us	e additional copies of this sheet	as necessary.)	

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?
2. What is the minimum investment that will be accepted from any individual? Yes No Yes No 3. Does the offering permit joint ownership of a single unit? □ 4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NOT APPLICABLE Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) □ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
3. Does the offering permit joint ownership of a single unit?
3. Does the offering permit joint ownership of a single unit?
4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) NOT APPLICABLE Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
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Full Name (Last name first, if individual) NOT APPLICABLE Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
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Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
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Full Name (Last name first, if individual)
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

L	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCE	EDS			
1.	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this bo and indicate in the columns below the amounts of the securities offered for exchange and alread exchanged.	x				
	•	Aggre			Amount A	
	Type of Security	Offerin	g Price		Sol	d
	Debt	\$		\$_		
	Equity	<u>s</u>		\$_		
	☐ Common ☐ Preferred					
	Convertible Securities (including Warrants)	s		S _		
	Partnership Interests(1)	\$ <u>4.867,512</u>	(3)	S_	4,423,053	(4)
	Other (Specify)	S		\$_		
	Total	\$ <u>4,867,517</u>	(3)	\$_	4,423,053	(4)
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	е			Aggre	egate
			Number Investors		Dollar A	Amount
	Accredited Investors		24		\$ 4,423,05	
	Non-accredited Investors		-0-	-	\$ -0	
	Total (for filings under Rule 504 only)		N/A	_	\$	
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	st				
	Trung of affairs		Type of			Amount
	Type of offering Rule 505		Security N/A		\$ N/	old •
			N/A	•	-	
	Regulation A		N/A	•	\$N/. \$N/.	
	Rule 504		N/A	-	\$N/	
	Total	······ <u> </u>	IVA	-	\$	<u> </u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securitie in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	e it	,	0	¢	
	Printing and Engraving Costs				<u>*</u>	
	Legal Fees			S N	\$ 150,0	100 ⁽⁵⁾
					& 1304	<i>3</i> 3 0
	Accounting Fees	****************		_	· • • • • • • • • • • • • • • • • • • •	

(1) The limited partners and general partners of the Issuer (the "Existing Partners") were offered the opportunity to continue to hold an investment in the Issuer in the Issuer of units of limited partnership interests in the Issuer ("Units") under the terms of an amended Partnership Agreement and Restructuring Agreement. Existing Partners had the right to elect to receive, in exchange for their interests in the Issuer, (i) cash, (ii) Units, or (iii) a combination of cash and Units. Only accredited investors could elect to receive Units.

Total

(3) Represents the value of the aggregate amount of Units offered for exchange under the Agreements (to the extent the Existing Partners were accredited investors).

(4) Represents the value of the actual number of Units exchanged under the Agreements.

(5) The Issuer did not receive funds in connection with the offering of Units under the Agreements. Therefore, the legal fees were not paid from proceeds of the Offering.

Other Expenses (identify)_

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES	AND U	SE OF PROCEED	S		
	b. Enter the difference between the aggregate Question 1 and total expenses furnished in respect the "adjusted gross proceeds to the issuer."	ponse to Part C - Question 4.a. This	differe	ence is		s	<u>(6)</u>
5.	Indicate below the amount of the adjusted groused for each of the purposes shown. If the assimate and check the box to the left of the estimate adjusted gross proceeds to the issuer set for	amount for any purpose is not know imate. The total of the payments list	vn, furn ed mus	nish an tequal			
				Payments to Officers, Directors & Affiliates		Pa	syments to Others
	Salaries and Fees			s	0	S	
	Purchase of real estate			\$	0	S _	
	Purchase, rental or leasing and installation of mad	chinery and equipment		s	□	S	
	Construction or lease of plant buildings and facili	ties		\$		S	
	Acquisition of other businesses (including the val offering that may be used in exchange for the asse issuer pursuant to a merger)	ets or securities of another		S	0	·	
	Repayment of indebtedness			· · · · · · · · · · · · · · · · · · ·	"	`	
	Working capital			s	_	·	•
	Other (specify)			*		<u> </u>	
				\$		\$	
	Column Totals			\$ <u></u>		S	(6)
	Total Payments Listed (column totals added)			□ \$ _	(6)		_
		D. FEDERAL SIGNATURE	· · · · · · · · · · · · · · · · · · ·			·	
		D. FEDERAL SIGNATURE					
ignatui nforma	uer has duly caused this notice to be signed by the constitutes an undertaking by the issuer to furnition furnished by the issuer to any non-accredited in	ish to the U.S. Securities and Exchavestor pursuant to paragraph (b)(2) of	ange C	Commission, upor			
Issuer	(Print or Type)	Signature				Date	e
	ern-Mountain View II Investors	Ind Ell	<u> </u>		<u> </u>	10-	2-07
Name	of Signer (Print or Type)	Title of Signer (Print or T	ype)				
Jorda	n E. Ritter	Senior Vice President of of the Issuer	Essex !	Management Co	rporation,	Genera	l Partner
() Th.	Francisco de la construcción de la	or to get to the second					
b) The	Issuer did not receive funds in connection with the of	ftering of Units under the Agreements.	•				

 \mathcal{END}

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)